

EXECUTIVE SECRETARIAT**Routing Slip**

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Remarks:

Please check with O/DDCI for support needed.

3 March 83

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SECURITY AFFAIRS SUPPORT ASSOCIATION

March 1, 1983

Executive Registry

83-1196

Mr. John McMahon
Deputy Director, Central Intelligence Agency
Washington, D.C. 20505

Dear John:

I am pleased that you will be able to address the General Membership of the Security Affairs Support Association as the Guest Speaker at our 1983 Spring convention. Your interest and participation in this function will certainly be the cornerstone of the evening's festivities.

This event marks the official commencement of the organization's fourth year of efforts to foster a closer working relationship between all sectors in the intelligence community which will stimulate emergence of the military and strategic intelligence capability so vitally essential to our national existence. In selecting whatever topic you desire to address this gathering, you might find the enclosed background material on the SASA organization helpful.

In addition to expressing my appreciation for your forthcoming participation, I also wish to confirm that the convention is scheduled to be held at the Pooks Hill Marriott Hotel in Bethesda, Maryland on the evening of April 20, 1983. The convention will open with a cocktail hour from 6:00 to 7:00 p.m. which will be immediately followed by the formal banquet from 7:00 to 9:00 p.m. Upon conclusion of the dinner hour, an open bar social hour will be held from 9:00 to 10:00 p.m.


I look forward to joining you and Mrs. McMahon for this event. Should you be in need of any assistance, please do not hesitate to contact me at your convenience.

Sincerely, /



President

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80 West Street • Suite 110 • Annapolis, Maryland 21401 • (301) 269-5424

SECURITY AFFAIRS SUPPORT ASSOCIATION
ABOUT THE ASSOCIATION

The SECURITY AFFAIRS SUPPORT ASSOCIATION (SASA) satisfies communications needs long felt by the people of the intelligence community. Since 1979, issues of interest to government and industry alike have been discussed in its forum. Key administrative, financial and operational problems of legitimate concern to its membership have been openly explored. To the great benefit of our common interest in national defense, this has been accomplished without jeopardy to the principles of security and compartmentation.

First as a government employee, later as a private attorney, Leonard Moodispaw initially recognized the need for this Association. After discussions with thoroughly knowledgeable authorities, he developed ground rules appropriate for the governance of this organization. With a small working group of people similarly committed to the community, he founded SASA. Together, they planned the mix of studies, seminars, task forces, working sessions, meetings and publications successfully used by SASA to satisfy the special needs of its membership.

The activities of the Association are business-like and informative. It is recognized, however, that occasional informal encounters among associates can contribute to business effectiveness. Accordingly, opportunities for social contact in appropriate settings are a valued part of the SASA experience.

Although less than five years has passed since its organization, the Association is a creative and useful factor in the intelligence community. An innovative study of the opportunities to improve Classified Contracting contributed in a quietly effective way toward the solution of knotty problems in that field. Plans for additional work on that subject are being formulated.

A matter of great interest to our membership is the effective application of security procedures. SASA is undertaking a continuing study directed toward devising appropriate means for resolving problems arising from their administration. A major objective of the Association is to reduce costs and otherwise increase the efficiency of maintaining responsive programs of industrial security in the exacting environment of the intelligence community.

Individual and Corporate memberships have grown at a gratifying rate, underscoring the growing recognition accorded SASA. In 1982, the Association initiated the new grade, Honorary Member. DoD Directive 500.2 excludes government employees only from honorary membership. Otherwise, membership and participation in the deliberations and activities of the Association are completely unrestricted.

The SECURITY AFFAIRS SUPPORT ASSOCIATION is a non-profit organization classified as a trade association under its Maryland Charter. The Association is operated by its members through an elected Board of Directors and Officers who manage its daily affairs in accordance with its by-laws. The activities of SASA, as well as other topics of interest to

the intelligence community, are reported in COLLOQUY, the Association's newsletter.

SASA is headquartered in downtown Annapolis, Maryland. Requests for additional information by telephone or mail are welcomed.

Security Affairs Support Association
80 West Street, Suite 110
Annapolis, Maryland 21401

(301)269-5424

SECURITY AFFAIRS SUPPORT ASSOCIATION

INDEX OF CORPORATIONS WHICH ARE SASA MEMBERS OR ARE REPRESENTED BY
EXECUTIVES WHO ARE SASA MEMBERS:

Ampex Corporation	Summit Research Corporation
The BDM Corporation	Quarry Hill, Incorporated
Booz, Allen & Hamilton	The Freeze Corporation
Computer Sciences Corporation	McDonnell Douglas Corporation
Data General Corporation	Engineering Resources, Inc.
Data Handling, Inc.	California Microwave Corp.
Docu-Data Corporation	General Scientific Corporation
Electronic Warfare Associates, Inc.	Sanders Associates, Inc.
ESL, Inc.	Electrospace Systems, Inc.
Fairchild Space & Electronics Co.	Sperry Univac
Field Marketing, Inc.	Hughes Aircraft Company
Ford Aerospace	Tempest Technologies, Inc.
GTE Sylvania	Bell & Howell Co., Datatape Div.
Harris Corporation	Cray Research, Inc.
Intercon Systems Corporation	Severn Communications Corporation
Logistics Engineering Associates, Inc.	E-Systems, Melpar
Mellonics Systems Development	Magnavox Govt. & Industrial Electronics Company
The MVM Group, Inc.	Denelcor
Microlog Corporation	Westinghouse Electric Corp.
Planning Research Corporation	Wachtel & Company, Inc.
PSC, Inc.	Digital Software Corporation
Rockwell International	HRB Singer, Inc.
Systems Engineering Development Corp.	Intel Corporation
Technology Development Corporation	Arvin Calspan Advanced Tech. Center
Watkins Johnson Corporation	ENSCO, Inc.
RCA Government Systems Division	M.E. Goulder Enterprises, Inc.
J.D. Moskowitz, Inc.	Grumman Aerospace Corp.
Interstate Electronics Corp.	Intelcom Systems, Inc.
SRI International	Lockheed Missles & Space Co. Inc.
Northrop Corp. Defense Sys. Div.	

SECURITY AFFAIRS SUPPORT ASSOCIATION BYLAWS

Article One

Purpose

The Security Affairs Support Association, Inc., (hereafter called the "Association") formed for the purpose of enhancing the conditions under which private industry operates in relation to the intelligence community of the United States government; to provide a forum to discuss matters relating to areas of common interest, and to promote the common interests of its members.

The Association is a non-profit corporation, organized under IRS Code 501c6, and any net income which may derived from its operations, in pursuance of the purpose set forth herein shall not inure to the benefit of any member of the Association, but shall be used to promote the purposes of the Association.

Article Two

Offices

The principal office of the Association shall be located at such places as the Officers and Directors may determine from time to time.

Article Three

Members

Section 1. Categories of Membership. The members of the Association shall be divided into two categories as follows: individual membership and company membership. The qualifications for membership in each class shall be as follows: 1. Individual membership may be granted to any person who is or intends to be engaged in the business of providing goods and/or services directly or indirectly to the intelligence community of the United States government. 2. Company membership may be granted to any entity which is or intends to be engaged in the business of providing goods and/or services directly or indirectly to the intelligence community of the United States government. Company members are entitled to name one or more individuals as Association members representing the company, and the number of such representatives shall be determined by a schedule fixed by the board of directors.

Section 2. Election of Members. Any person interested in becoming a member of the Association shall submit a written and signed application, on a form approved by the ^{board} board of directors, to the secretary of the Association. Such applications shall be accompanied by the written sponsorship of two members in good standing or one director.

All applications for membership shall be submitted to the membership committee, duly considered by the committee, and approved or disapproved by a majority vote of the committee. On approval of his application by the membership committee and payment of the required dues, the applicant shall become a member of the Association.

Any applicant who has been disapproved by the membership committee, or any sponsor of such applicant, shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the board of directors.

Section 3. Powers and Rights of Members.

Members of SASA in good standing as a body have the power by a majority vote:

1. To elect the directors as specified in the bylaws of the Association at the annual meeting of members.
2. To remove from office any director or officer for good and sufficient cause at a regular or special meeting.
3. To hear, consider, and approve or disapprove reports of the board of directors, officers, and committees of the Association.
4. To modify, suspend, or veto any decision of the board of directors.
5. To hear and act as final arbiter in any dispute between or concerning the directors, the officers, or individual members.
6. To amend these bylaws and to waive or suspend any bylaw by resolution adopted by a two-thirds majority of the whole active membership.

Members may adopt resolutions for the guidance and direction of the Association at any annual or special meeting, and such resolutions shall be binding on the board of directors and continue in effect until the next annual meeting of members.

Each member shall have the right at reasonable times to inspect the books of account and membership records of the Association, on request to the secretary.

Section 4. Voting Rights. At any regular or special meeting of the members of the Association, each member in good standing shall be entitled to one vote on any question or issue voted on by the membership.

Except as otherwise provided by law, or the articles of incorporation, or these bylaws, all matters voted on by the members at any meeting shall be decided by vote of the majority of the members present.

Section 5. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership. Membership will be automatically terminated for non-payment of dues after the second notice.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. Reinstatement. On written request signed by a former member and filed with the secretary. The Membership Committee may reinstate such former member to membership.

Section 8. Transfer of Membership. Membership in this Association is not transferable or assignable.

Article Four

Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in the Fall Quarter at a place designated by the President, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, any three members of the board of directors, or not less than 1/4 of the members having voting rights, at a place designated by the President.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than 10 days before the date of such meeting, by or at the direction of the president. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 4. Informal Action by Members. Any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding 50 percent (50%) of the votes that may be cast at any meeting (including proxies) shall constitute a quorum at such meeting. If a quorum does not exist at any meeting of members, business may be conducted if there is unanimous agreement of those present to do so but a majority of the members present may adjourn the meeting without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized representative. No proxy shall be valid after 6 months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine.

Article Five

Board of Directors

Section 1. General Powers. The affairs of the Association shall be managed by the officers of the Association in consonance with the guidelines set forth by its board of directors.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be 9 and may or may not include officers. Officers may not vote unless also members of the board. Directors shall be elected at the annual meeting of members, and the terms of the office of each director shall be 3 years or until the election and qualification of his successor. One third of the directors will be elected annually.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held at least annually, at a time and place designated by the President. Notice of such meetings shall be given no less than 10 days, nor more than 30 days, prior to such meeting. The board of directors may provide, by resolution, the time and place for holding additional regular meetings. Additional regular meetings shall be held at the principal office of the Association in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any 4 directors, and shall be held at the principal office of the Association or at such other place as the directors may determine.

Section 5. Notice. Notice of any regular or special meeting of the board of directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Association. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

If a director shall be absent, except for reasons of ill health or absence from the country, from four consecutive meetings of the board of directors, including regularly scheduled meetings and special meetings duly called and noticed, the board of directors may in its discretion declare the office of such director vacated by reason of neglect, and a successor shall be elected as provided in these bylaws.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board.

No prohibition, restraint, or condition concerning payment of compensation to directors as such, shall be construed as precluding any director from serving the Association in any other capacity as officer, employee, or otherwise, and receiving just compensation for such other service.

Article Six

Officers

Section 1. Officers. The officers of the Association shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the office of president.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the board of directors at the regular annual meeting of the board of directors and shall hold office for the succeeding calendar year. If the election of officers

is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgement the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit Associations having the same or similar general purposes and objectives as this Association.

Article Seven

Committees

Section 1. Committees of the Association. The president may designate committees and their membership as required to carry out the objectives of the Association.

Section 2. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

Article Eight

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Audits. The president will cause an audit to be performed at least annually just prior to the annual board of directors meeting and repeated at that meeting.

Section 5. Gifts. The board of directors may not accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association, except for a legally constituted charitable fund established by the Association.

Article Nine

Certificates of Membership

Section 1. Certificates of Membership. The board of directors shall provide for the issuance of certificates evidencing membership in the Association, which certificates shall be in such form as may

be determined by the board. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary. All certificates evidencing membership of any category shall be consecutively numbered. The name of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the board of directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid the dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary.

Article Ten

Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent for any proper purpose at any reasonable time.

Article Eleven

Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January in each year and end at midnight of the 31st day of December of the same year.

Article Twelve

Dues

Section 1. Annual Dues. The board of directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members of each category, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January of each year. Dues of a new member shall be prorated on a monthly basis.

Article Thirteen

Distribution of Assets Upon Dissolution

In the event of the dissolution of this Association, or in the event it shall cease to carry out the objects and purposes hereinset forth, all the business, property, and assets of the Association shall go and be distributed to such nonprofit corporation or association as may be selected by the board of directors of this Association so that the business properties and assets of this Association shall then be used for, and devoted to the purposes for which this Association was established or to charity. In no way shall any of the assets or property of this Association, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums paid by such members, or for any other such purpose.

Article Fourteen

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Maryland Annotated Code or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Fifteen

Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least 20 days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.